

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-01139 (KJC)

(Jointly Administered)

Objection Deadline: April 3, 2014 at 4:00 p.m.

Hearing: To Be Determined

**THIRD QUARTERLY INTERIM APPLICATION OF
ROGER FRANKEL, ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Pursuant to §§ 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and this Court’s Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, amending the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the “Administrative Order”), Roger Frankel, Asbestos Personal Injury Future Claimants’ Representative (“FCR”) hereby submits this third quarterly interim application (the “Third Quarterly Interim Application”) for an allowance of (i) compensation for professional services rendered to W.R. Grace & Co. and its affiliates (collectively, the “Debtors”) for the period October 1, 2013 through December 31, 2013 (the “Interim Period”), and (ii) the reimbursement of expenses incurred during the same period.

By this Third Quarterly Interim Application, the FCR seeks the interim allowance of compensation in the amount of \$136,265.25 in fees and reimbursement of actual and necessary expenses in the amount of \$753.70 for a total of \$137,018.95, or 100% of all compensation and expense reimbursement requested, for the period October 1, 2013 through December 31, 2013. In support of this Third Quarterly Interim Application, the FCR respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.

Background

2. On April 2, 2001 (the “Petition Date”), the Debtors filed their voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. By an Interim Order entered on May 29, 2013, the Court appointed the FCR in the above-captioned cases *nunc pro tunc* to May 16, 2013 [Dkt. No. 30681]. The Interim Order was amended on May 30, 2013 [Dkt. No. 30689], and became final by its terms on June 14, 2013 [Dkt. No. 30689].

Monthly Fee Applications Covered Herein

4. Prior to the filing of this Third Quarterly Interim Application, the FCR filed his October 1-31, 2013, November 1-30, 2013 and December 1-31, 2013 monthly fee applications with the Court pursuant to the Administrative Order.

5. On November 26, 2013, the FCR filed his Sixth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the Period October 1-31, 2013 (the “Sixth Monthly”) [Docket No. 31400] requesting \$47,859.50 in fees and \$475.10

in expenses. The deadline to file objections to the Sixth Monthly expired on December 16, 2013, and no objections were filed. A certificate of no objection was filed with the Court on December 18, 2013 at Docket No. 31487.

6. On December 26, 2013, the FCR filed his Seventh Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period November 1-30, 2013 (the “Seventh Monthly”) [Docket Nos. 31526 and 31529] requesting \$45,322.25 in fees and no expenses. The deadline to file objections to the Seventh Monthly expired January 16, 2014, and no objections were filed. A certificate of no objection was filed with the Court on January 21, 2014 at Docket No. 31624.

7. On February 4, 2014, the FCR filed his Eighth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period December 1-31, 2013 (the “Eighth Monthly”) [Docket No. 31703] requesting \$43,083.50 in fees and expenses in the amount of \$278.60. The deadline to file objections to the Eighth Monthly expired on February 24, 2014, and no objections were filed. A Certification of No Objection was filed on February 26, 2014 at Dkt. No. 31782.

8. The Sixth, Seventh, and Eighth monthly applications covered by this Third Quarterly Interim Application contain details on the actual and necessary services provided by the FCR during the Interim Period as well as the other information required to be included in fee applications.

Requested Relief

8. By this Third Quarterly Interim Application, the FCR requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by the FCR from October 1, 2013

through December 31, 2013. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Interim Period that already have been filed with the Court.

9. At all relevant times, the FCR has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code.

10. All services for which compensation is requested in this Application were performed by the FCR.

11. Except for the Debtors' obligation to pay compensation and reimbursement as allowed by the Court, the FCR has received no payment and no promise for payment from any source for services rendered, or to be rendered, in any capacity whatsoever in connection with these cases.

12. Because Mr. Frankel was a partner at Orrick during the time covered by this Third Quarterly Interim Application, all of the amounts allowed by the Court as compensation for fees and reimbursement of expenses for Mr. Frankel's service as the FCR will be paid to Orrick. In accordance with Rule 2016(b) of the Federal Rules of Bankruptcy Procedure, the FCR has not shared and has not agreed to share (a) any compensation he has received or may receive with another party other than Orrick, or (b) any compensation another person or party has received or may receive in connection with these Chapter 11 cases, other than compensation received by Orrick and shared with him in his capacity as a partner of Orrick during the time period covered by this Third Quarterly Interim Application.

WHEREFORE, the FCR respectfully requests that the Court enter an order, providing that, for the period October 1, 2013 through December 31, 2013, the FCR shall be allowed the sum of \$136,265.25 in fees for reasonable and necessary professional services and the sum of \$753.70 for the reimbursement of actual and necessary costs and expenses incurred, for a total of \$137,018.95, that the Debtors be authorized and directed to pay to the FCR the outstanding amount of such sums, and for such other and further relief as this Court may deem just and proper.

Respectfully submitted,

By: /S/ ROGER FRANKEL

Roger Frankel, in his capacity as the Asbestos
Personal Injury Future Claimants' Representative
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Dated: March 14, 2014